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CORPORATION NAME(S) & DO	CUMENT NUMI	BER(S) (if known):	
1 DOUGLAS G	ORDON	POTIER RAC	ING.
(Corporation Name)		(Document #)	
2. 5/19/3/E5/4/ (Corporation Name)	<i>VC</i> *	(Document #)	
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ARTICLES OF INCORPORATION

OF

DOUGLAS GORDON POTTER RACING STABLES, INC.

TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is DOUGLAS GORDON POTTER RACING STABLES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III- PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be the only class of shares. The capital stock may be paid for in property, labor or services, at just valuation to be fixed by the Board of Directors at a meeting called for such purpose.

ARTICLE V- PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI- INITIAL REGISTERED OFFICE AND

AGENT

The street address of the initial registered office of this corporation is; 7220 Hayes Street; Hollywood, Fla 33024. The name of

the initial registered agent of this corporation is DOUGLAS GORDON POTTER at 7220 Hayes Street; Hollywood, Fla 33024.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

NAME:

ADDRESS:

DOUGLAS GORDON POTTER

7220 Hayes Street Hollywood, Fla 33024

ARTICLE VIII- OFFICERS

The names and street address of the officers of this corporation who shall hold office in this corporation until other successors have been elected or appointed and shall qualify are as follows:

NAME TITLE ADDRESS

DOUGLAS GORDON POTTER P/VP/S/D 7220 Hayes Street
Hollywood, Fla

33024

ARTICLE IX- BY- LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders. The bylaws set forth may include any provision not inconsistent with law including the regulation of the business, the conduct of the affairs of the corporation, and any provision creating, defining, limiting, and regulating the powers of the corporation, the directors and the shareholders of any class of shareholders, including but not limited to, any provision restricting the transfers of shares, any provision for accumulating voting, and

upon execution of the bylaws by the shareholders, the bylaws shall have the same force and effect as if incorporated and made a part of theses Articles of Incorporation.

ARTICLE X- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is STEVEN LIEBERMAN, at 11400 North Kendall Drive; Suite 106; Miami, Florida 33176.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17th day of JULY, 2003.

STEVEN LIEBERMAN

STATE OF FLORIDA

)SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17th day of July, 2003 by STEVEN LIEBERMAN, who is personally known to me or who has produced identification and who did (did not) take the oath.

NOTARY PUBLIC, STATE OF FLORIDA

Commission Number: My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

DOUGLAS GORDON POTTER RACING STABLES, INC., desiring to organize under the laws of the State of Florida with its initial principal office at 7220 Hayes Street; Hollywood, Florida 33024 has named DOUGLAS GORDON POTTER located at that address as its registered agent to accept service of process within this State.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said relative to keeping open said office.

> ouglas Hordon DOUGLAS GORDON POTTER

Registered Agent

STATE OF FLORIDA

)SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17th day of July, 2003 by STEVE BUDHOO who is personally known to me or who has produced identification and who did (did not) FOL P 360-167-55-376 take the oath.

STEVEN LIEBERMAN MY COMMISSION # DD 037803 EXPIRES: October 28, 2005 londed Thru Notary Public Underwriters **NOTARY PUBLIC, STATE OF FLORIDA**

My Commission Expires: